

1902 Jaybrook Drive  
San Pedro, CA 90732  
February 27, 1991

Messrs. Stan Lee  
& Stuart Gordon  
Hollywood, CA

Dear Stan and Stuart:

Here by FedEx, at the earliest possible moment, is the 23-page set of notes on "Iron Man." Dan Ostroff had a talk with Steve Waterman which was evidently satisfactory to both, so Dan okayed my sending the notes to the both of you.

He said his understanding with Steve Waterman is that neither these notes nor any treatment that grows out of them would be shown to Universal, since treatments are such notoriously poor sellers of films. I suspect this is something you'd both agree with, given your own experiences.

There are still lots of details to be filled in, changes to be made, etc., but this version of the story does incorporate the comments made in our two meetings, in a couple of phone conversations with Stuart, and a few extra thoughts on my own. Perhaps if we can talk this over before any meeting with Universal, I can revise the thoughts when I work on the short pitch next week.

As I mentioned to both of you, I'll be in the state of Washington from Friday through Monday afternoon, but can keep myself available almost any time after that-- preferably not the very next day on Tuesday, but if it must be, I'll be there. It's really a great experience for me to be working with both of you, and thanks again for the opportunity. I hope it works out for all of us.

Best wishes,



Roy Thomas

2/28/91

## "IRON MAN"

Screen Treatment by Roy Thomas

1. CREDITS SEQUENCE. Darkness-- then light. We see (and hear) the mighty forges of American industry at work. Golden sparks fly-- thick black smoke swirls-- molten metal splashes, hissing, into dark molds. Liquid iron is heated to gamma temperature-- then alpha temperature. It glows crimson, then white. Every few moments a different massive piece of the silvery Iron Man suit is created before our very eyes-- grasped and assembled by robot hands and implements-- first the heavy boots and legs-- next the enormous torso-- then the thick arms, the huge hands-- finally, the robot hand-devices lower into place a bullet-shaped helmet. At last, the CAMERA pulls back-- to reveal the original, bulky Iron Man armor (as per TALES OF SUSPENSE #39) stands there nearly seven feet high, gleaming and motionless-- like some silver robot knight from some far-flung future.

Only now do we see the title: IRON MAN.

2. The CAMERA pulls back further, to reveal that the Iron Man figure stands facing a gigantic, just-beyond-the-state-of-the-art tank (called "Armageddon"), upon a leveled indoor battlefield, not far from a reinforced trench-bunker. Inside the bunker, a handful of carefully-screened people are gathered to witness a battle between Iron Man and Armageddon-- the first the creation of Stark Industries and supposedly powered today by a remote-controlled robot internal structure; the second the product of rival Roxxon Industries, and also remote-operated. S.I.'s head

big metal  
panel  
raises  
to  
reveal  
playing  
field

*Pepper arrives and tells them that Tony's*  
honcho Tony Stark, we learn, ~~phoned at the last minute to say~~  
~~he's~~ been delayed, and the test should proceed without him.

A handful of Department of Defense officials (and a couple of three-star generals) present are not happy with this.

William Roxxon, Stark's longtime industrial rival (and his father's before him, as well), agrees that the demonstration must go on; Stark just didn't want to witness the total defeat of something he personally designed.

Benton Blanding, second-largest stockholder in Stark Industries, tries without success to delay the test-battle; he knows the D.O.D. will recommend buying only one of the two weapons systems-- the winner-- and he wants Stark here.

Lars Sigurd, Stark Industries' head of security, shrugs his shoulders; he has no idea where Stark is.

As the confrontation is about to begin, Blanding takes his place beside Stark's personal assistant, "Pepper" Potts, who defends her boss loyally. Blanding agrees with her that Stark works too hard, but says he should still be here.

The demonstration begins. Armageddon lurches forward. Though dwarfed by the go-anywhere-through-anything tank, the Iron Man responds by taking ponderous steps to meet it. Suddenly, someone cries out-- there's a man out there! A 30ish black man-- Jim Rhodes-- darts and weaves directly between the two, as they begin to use their advanced weaponry against each other. He's nearly killed before he reaches the bunker and dives in. Grabbed by

Sigurd and a couple of guards, he tells Pepper and Blanding that he's here to apply for the job of Stark Industries' head of security. As Sigurd reacts, Pepper asks this brash intruder what makes him think S.I. needs a new head of security. Rhodey says that if it doesn't-- how did he get in? Sigurd bristles.

3. The argument is put on hold-- for at that moment, the two mechanical juggernauts outside really begin to go at it with their differing weaponry. Each fires rays and mini-missiles at the other, to little effect at first. But, though the Iron Man's weaponry would make it a formidable opponent against ground troops, we soon see that it can't stand up to the bulk and firepower of Armageddon. Suddenly Iron Man's legs seem to lock, as the Tank looms above it. The Tank's many tons roll relentlessly over the humanoid figure-- and lumber on past it, leaving the tread-marked, clearly damaged Iron Man lying prone in its swirling dust.

Rhodey's grabbed a spare pair of binoculars to watch-- and notices (through a momentary clearing of the thick dust) a tiny trickle of blood coming from a joint in the Iron Man. He leaps out of the bunker before anyone can stop him and races into the thick cloud. Coughing, nearly choking, he reaches the prone Iron Man and pulls off its helmet.

*move this to  
after Robot is off field*

Inside, we see for the first time, is a rather shaken Tony Stark, mustachioed head of Stark Industries. He gasps to Rhodey to get him out of there-- by a back way. Rhodey obliges, and just enough of Iron Man's mechanisms work for him to rise and stumble

back into maintenance <sup>hanger</sup> shed

off with Rhodey. Rhodey then quickly helps Stark out of the suit, as Stark mumbles about how he'd suspected the suit wasn't ready, but need to be inside it himself (instead of a robot) to get the feel of it, since eventually men, not robots, would power these suits into battle. Stark pauses; who the hell is Rhodey and what does he want. Rhodey tells him. Stark grins. He's got the job-- provided he keeps the secret that Stark was inside the suit during the demonstration.

Stark hires Rhodey to be his body guard to keep an eye on his security.

4. Meanwhile, as they mill about on the battlefield ~~searching for the beaten Iron Man robot,~~ William Roxxon claims victory for Armageddon; he always said no humanoid invention would stand up to his Super-tank. Pepper snaps at him, nearly frantic with concern for her boss. Suddenly Stark shows up, with Rhodey, to remind Roxxon and the D.O.D. types that this was, after all, only a preliminary test. The real thing, after which the D.O.D. will

make its recommendations as to which weapons system to buy, is a few more weeks down the road. Roxxon makes a sarcastic comment about Stark's "past failures," as opposed to his father's, then stalks out in a huff. The D.O.D. types follow, generals in tow.

Stark introduces Rhodey as his new head of security, firing Sigurd. Sigurd stalks off. Blanding reminds Stark how much the company needs that contract. He makes broad hints about a second Iron Man suit, which Stark tells him is in an even lesser state of readiness than the first was. Blanding gets pushy, and Stark tells him to cram it; he's still in charge of Stark Industries. He won't be responsible for lives lost due to haste and the

Roxxon refuses rematch. His company winning defense contract. Blandings furious.

2  
pursuit of the buck. Blanding tells Stark he hasn't heard the end of this yet. Stark ignores him, and takes out one of the little experimental gadgets he's forever carrying in his pockets, to fiddle with and fine-tune in his few spare moments. This is a quirk of his which we'll see several times in the course of the film.

Leaving in anger, Blanding nearly bumps into Kimberly Holmes, a stunning young socialite who's become playboy Stark's latest flame. She's come to celebrate what she was sure would be a triumph; she hasn't allowed herself to consider the possibility of Tony ever failing at anything. Pepper's clearly not too happy to see Kimberly, but is friendly to her. It's clear that, while Kimberly cares for Stark, she sees him mostly as this celebrity prize, more than as the man she loves-- or even really knows. As he escorts Kimberly off for a presumed night on the town, Stark tells Rhodey his job starts now; get to work on security. Rhodey grins.

5. Rhodey's idea of "getting to work" is to head for his new boss' midtown penthouse, to test its security devices, even though he wasn't asked to. Entering stealthily without benefit of key, Rhodey is moving silently through the darkness of the fabulous living room when he accidentally turns on the huge wall TV, on which he sees Stark's face on a newscast. Curious, Rhodey turns up the sound. Because of today's test, which Roxxon has proclaimed a success for his Tank, an "infotainment" show is doing a "Citizen Kane" on the famous, even notorious Tony Stark.

Rhodey's mesmerized, in spite of himself, by this brief glimpse at Stark's Howard-Hughes-like career. Stark inherited the company from his father, Howard Sr.-- the original "man of iron," as friends and enemies alike called him. (A little bit of each was Howard Sr.'s ex-partner, William Roxxon.) Tony soon put his own stamp on the company. Like his sire, Tony Stark was a genius inventor in weaponry and aeronautics, as well as a shrewd businessman; unlike the long-married Howard Sr., young Tony enjoying playing the playboy in his spare time, seldom being seen in the company of any beautiful woman more than a few times. His father retired, turning the company over the Tony, who was expected to continue moving from triumph to triumph.

Then came his hovercraft, the Daedalus, developed by Stark the Younger personally to transport people cheaply in large metropolitan areas. Its maiden flight carried various luminaries-- including Howard Sr. and Tony's mother Maria-- between New York and New Jersey's airport. There was a terrible, unexplained disaster. The hovercraft crashed, with the loss of several lives-- including Tony's parents. Though Tony insisted on repairing Daedalus and keeping it in a hangar on the grounds of Stark Industries, it never flew again. The public perception, partly fueled by Roxxon, was that the disaster was Tony Stark's fault. He's been fighting a losing battle ever since. He had to go public with S.I. to keep capital coming in, and the newcomers (led by Blandings) want more lucrative military contracts and fewer risky "people-mover" experiments. Rumor is that if S.I. doesn't get the D.O.D. contract instead of Roxxon,

*Stark  
drinking  
problem*

the company will be wiped out. As for Stark, he seems to have buried himself since the accident in a bevy of passing beauties, though most recently he's been seen a lot in the company of heiress Kimberly Holmes.

*Rhodey thinks there is  
murder in house*

Rhodey, while watching, has made himself a sandwich, and now walks, half-watching the TV over his shoulder, he realizes something is amiss in the room. There seems to be too much space between one room and the next. He swiftly discovers a small hidden room-- where hangs a more flexible, second Iron Man suit of armor, in a half-done state of completion. Puzzled, he wanders into Stark's bedroom. Turns out Stark and Kimberly are there in bed. Stark is partly annoyed, partly impressed by the way Rhodey's taking his new job so seriously. But when he sees his "secret compartment" ajar, he quickly bundles Kimberly up and sends her home.

*at home*

Stark then tells Rhodey that if he can't trust the man who saved his life, he can't trust anyone-- so he tells him about this second, more flexible Iron Man armor, not yet perfected. If it ever is, it will be far more formidable than the first, but he can't get both ready in time, and the first suit is further along. Rhodey makes a remark which helps convince Stark to follow his own inclinations and "go for it"-- meaning, concentrate on the second Iron Man armor. Give it his best shot.

6. MONTAGE. For the next few weeks, Stark leads a double life. He appears in public (mostly with Kimberly), and seems content to let others labor on fixing up the first, bulkier Iron Man. But



behind the scenes, he's moved his second Iron Man to an area of Stark Industries where only Rhodey and Pepper are allowed, and he works furtively on the second suit, alone in his lab. He's convinced that the smaller, more flexible suit is his only hope. At this point, new weapons unseen in connection with the first suit come into play. Instead of storing weapons and ammunition as the first suit does, this second one, which is solar-powered, stores energy and can turn it into weapons which don't need physical "ammunition"-- such as the repulsor rays and uni-beam. Meanwhile, Roxxon is on TV, extolling the virtues of Armageddon.

Stark's double life takes its toll. He is warring, clearly, with the memory of his father, the original "man of iron" who founded the company, and whose portrait dominates its entrance. Tony Stark won't admit he's less of a man than his sire-- till one night he suffers what seems like a mild heart attack. Pepper and Rhodey are there when it happens. Stark gasps that he needs a discreet doctor, not his usual one, whom he suspects of being in league with Roxxon. <sup>Rhody</sup> Pepper mentions a Dr. Laura Hill. She runs a free clinic on the Lower East Side. Sounds good to Stark, who wants to keep a low profile about this. On impulse, he decides to give Pepper's suggestion a try.

7. Dr. Hill is an attractive woman who's clearly devoted to her work for the poor. But she complains that her clinic is always short of money. Stark <sup>promises</sup> ~~promises~~ her <sup>promises</sup> some financial help if she's discreet. Dr. Hill tells Stark he's working too hard <sup>and playing too hard</sup> This attack was only a warning, but he could easily have a major heart attack if he doesn't cut down. Stark doesn't level with her

about his secret project, but we see that he's attracted to her, despite his relationship with Kimberly.

8. On an island in the Hudson River which was formerly the site of a maximum-security prison, Blanding meets with Nemo. Nemo, as Jules Verne knew when he used the name for the hero-villain of his novel 20,000 Leagues under the Sea, means "no one," and that's just what the starkly humorless Nemo means to be. He has demolished all past identities, all loyalties, all human ties of any kind, and has become literally a man without a country-- the ultimate terrorist, but a man strictly in it for the money. His girlfriend Yvonne is with him. Nemo has supplied arms to both sides in many of the world's festering quarrels. What Blanding and Nemo discuss seems buried in some sort of code, but Blanding is clearly confident that he's offering Nemo enough money to insure his loyalty.

9. Stark gets a call, apparently from Rhodey, asking him to meet him in a new fully-automated part of his sprawling complex. Arriving there, Stark finds himself alone. Suddenly, the assembly-line robots, some of which are partly mobile, attack Stark. Some shoot lasers, etc. <sup>welding torches, spray painters, rivet guns</sup> Stark manages to evade them and even to switch off the assembly line, but the strain has been too great. He suffers the heart attack he has dreaded. Pepper, finding the note he scrawled when "Rhodey" called, finds him near death and calls the paramedics.

10. Stark is rushed to the ICU of the hospital; the prognosis is not good. Kimberly shows up, and Pepper tries to comfort her.

Dr. Hill shows up, but now the cat's out of the bag. Stark's heart attack is front-page news, and that's not going to go over great with the D.O.D. Rhodey arrives, claiming to have nothing to do with the phone call that lured Stark to the assembly line, but Pepper is clearly suspicious of him. Even a query or two from Dr. Hill seems to cast doubts on Rhodey's story, since Stark would likely have recognized his voice. (We'll learn later the call to Stark mechanically duplicated Rhodey's voice.)

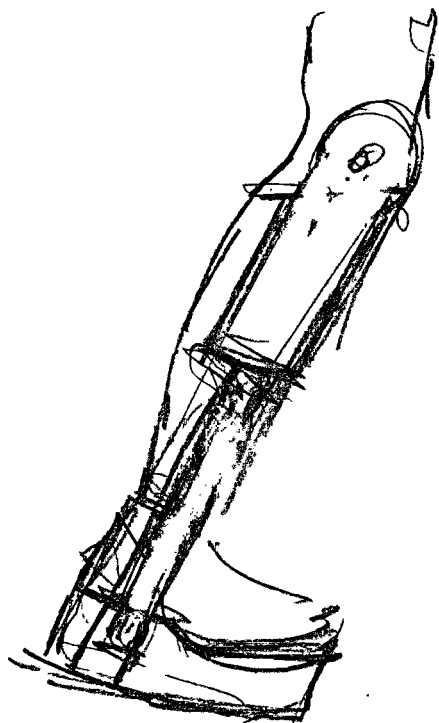
11. Rhodey takes Pepper out for a walk in the park, to try to convince her that he had nothing to do with the accident-- if that's what it was. Rhodey is mildly interested in Pepper, but quickly sees that she has eyes only for Stark. ~~Inadvertently~~, they learn that Blanding has called an emergency board meeting. They suspect it's to vote Stark out, while he's incapacitated. Rhodey rushes to hospital. When he learns about the meeting, Stark is determined to get to it, and has Rhodey bring his (new) Iron-Man chestplate to the hospital. Stark was being fitted with a pacemaker before his attack, and has already fixed it and other heart maintenance gear into the chestpiece. When he puts it on, he can walk around without hurting his heart. Rhodey is concerned, for the device is untested, but Stark is willing to take that chance. He heads off with Rhodey for the meeting.

12. Pepper has done everything she can to delay the start of the meeting, but eventually it begins and she's denied access to the chambers. Suddenly, to Blanding's surprise, Stark shows up at the board meeting. No one can tell he's wearing the chestplate,

it's so form-fitting. But Blanding has turned the board against him. Stark holds only 49% of the stock in S.I. Years ago, his father gave away 2% years ago to <sup>Roxon?</sup> ~~Obadiah Wilkins~~, who had helped him at a crucial time when he was getting started. To Stark's shock, Blanding has corrupted Wilkins-- who now votes with Blanding, and Stark is ousted from the board. Blanding, the new chairman, vows to deliver the Iron Man suit to the D.O.D. in short order, to stave off bankruptcy. Stark is ordered to keep off the premises of his "own" factories. And Rhodey has clearly been replaced as head of security by the reinstated Sigurd, who now owes total loyalty to Blanding.

13. Blanding leads Sigurd and the police to the factory to secure both Iron Man suits. Stark arrives first. Rhodey helps him get past the new security system. Stark is confronted by a couple of security guards, but Rhodey overpowers them from behind without their seeing who he is. The guards are bound, gagged, and blindfolded. (This, of course, becomes part of Rhodey's on-going rivalry with Sigurd.)

Stark now puts on his new (second) Iron Man armor. We see him don it dramatically, piece by piece. He slips on shoulder plates and crimson gloves, and a magnetic pull extends seemingly paper-thin golden armor between forearm and the shoulders of his chestplate. He dons his cumbersome boots and metal trunks, and magnets again pull golden armor over his legs-- a thin armor, but with the strength of ductile iron. Lastly, he puts on the helmet, clamping the golden front-piece into place, and he is Iron Man.



*Stark is now sought by police for stealing suit.*

Blanding, Sigurd, and the police arrive, only to confront Iron Man. Rhodey is nowhere in sight. Stark strives to escape without hurting anyone. Beams of light blind the police. His magnetic power moves machinery to block their path. He uses his new repulsor beams-- of which even Blanding knows nothing-- to push the police back. Finally, Stark uses Iron Man's laser beams to cut through a side wall, and he escapes on motorized roller skates which lower from the boots. Blanding suspects Stark was this Iron Man, but has no proof. Rhodey, who took off some time before, becomes Stark's alibi. But Blanding has the first Iron Man suit, which will have to do. He doesn't tell the police that he suspects Stark was the Iron Man they fought, because he wants to deal with him in his own way-- via Nemo. He wants ~~Iron Man~~ <sup>leaps</sup>

14. After all these exertions, Stark's heart begins acting up. He uses the built-in defibrillator to restore the regularity of his heartbeat. Weak, still in his Iron Man armor, he stumbles into Dr. Hill's office. She is startled by the appearance of this man in metal armor, but when she realizes it's Stark, she treats him. Against what she says is her better judgment, she offers to hide him in her apartment, which is over the clinic. She asks him about Kimberly. Stark says he feels guilty about Kimberly, but being so near death has made him see that he doesn't love her and never did. He says he's going to break it off with her.

*Dr. Hill's clinic has lots of expensive new equipment from anonymous benefactor*

Stark and Dr. Hill get very chummy-- perhaps even make love. Of course, there are certain problems with making love while wearing

an armored chestplate, but the human animal is relentlessly inventive. Soon afterward, when Laura Hill awakens, Stark is gone. She sits looking pensively out of the window, into the night.

15. That night, Kimberly receives a message from Dr. Hill to come to her clinic. She goes there, unaware that Rhodey is keeping an eye on her, as per Stark's instructions. (We'll learn later that Dr. Hill called Kimberly to set her up.) When she gets to Hill's clinic, Nemo appears and kidnaps her. Rhodey tries to stop him, and is wounded in the skirmish. Dr. Hill comes running out to help him, claiming Nemo forced her to call Kimberly.

*Kimberly kidnapped from her mansion bedroom*  
*Blanding was bribed her with money for clinic she tells Blanding Stark is Iron Man*

16. Nemo shows up at Pepper's apartment and terrorizes her. The only reason he lets her live is that he wants her to contact Stark-- who's gone into hiding, to prevent Blanding from trying to recover the armor-- and give him a veiled message (Pepper doesn't quite comprehend it) which the audience understands. Stark is to leave "the goods" in a ruined building in the South Bronx, and Kimberly will be turned over to him in exchange.

Pepper delivers the message, but tells Stark he can't do what Nemo says. The man is obviously a psychotic who will kill him, whatever he does. Stark says that, even though he's not in love with Kimberly, she is in trouble because of him and he can't leave her in Nemo's hands. Meanwhile, they see Roxxon on TV, keeping up his campaign against Stark.

17. When <sup>Nemo</sup>~~Dalton~~ shows up at the crumbling shell of a building in the South Bronx, (with "Kimberly" and a trio of vicious hired assassins in tow), he finds the armor standing there waiting for him. But when one of his men reaches out to touch it, a powerful metal arm backhands him across what's left of the room. Stark is inside the armor. Iron Man trashes two of the assassins, whose Uzis are useless against his armor. He sees Nemo's car trying to flee the scene. Stopping the automobile with his mechanized hands, after it pushes him backward some distance, Iron Man rips it open like a tin can. He easily dispenses the assassin driving the car, and pulls out "Kimberly"-- who turns out to be Nemo's girlfriend Yvonne in a blond wig and Kimberly's dress. A recording in the car (made by Nemo) tells Stark to leave the Iron Man armor and get out, or Kimberly's dead.

Letting Yvonne go, Stark removes the armor (donning a separate mini-pacemaker). He feels beaten; what was he doing thinking he was a "man of iron" like his father? He may as well let Nemo, whom he's convinced is working for Blanding, have the armor and stay out of it. As he starts to leave in the street clothes he had nearby, a voice calls to him. It's Nemo, 2-3 stories high above the debris of dead buildings-- with a terrified Kimberly (in her shift) beside him. Stark shouts up that he's kept his part of the bargain. Nemo just laughs-- and calmly pushes Kimberly off the building. She lands right at Stark's <sup>feet</sup>~~fight~~.

Leaving Stark to his mental torments, Nemo vanishes. Kimberly dies in Stark's arms. He sobs, seemingly a broken man.

18. Stark has a secret rendezvous with Pepper. She's startled

Stark hits the box (le)

Stark taken prisoner - back to Stark Industries



to see Stark's condition, and to hear about Kimberly's death at Nemo's hands. ~~Pepper lets slip that it was Blanding who gave her Dr. Hill's name and number the day of the demonstration, but he told her not to tell Stark it was he (Blanding) who'd suggested her, saying Stark was too much of a workaholic to take advice from Blanding, even though he had "Tony's best interests at heart."~~ Stark now realizes that Blanding used Pepper to plant the idea of Dr. Hill in his brain, so Blanding must have been behind both Dr. Hill and Nemo from the start. ~~He takes off to have it out with Blanding, despite Pepper's attempts to stop him.~~

*move earlier*

*Blandings*

19. Meanwhile, Dr. Hill shows up at ~~Balton's~~ and tells him that Stark is Iron Man. He demands to know why she didn't tell him before. It's clear, despite her denials, that she cares for Stark and didn't want to betray him. We learn that Blanding had used Hill's need for money for her clinic to blind her to what she was doing. Now that she realizes what she's involved in, and that she sent Kimberly to her death by contacting her, she wants out. Blanding isn't a murderer by nature, preferring to let others do his killing for him; but feeling cornered in this situation, he murders Dr. Hill.

When he finishes, there's polite applause from the balcony. It's Iron Man-- who removes his helmet to reveal the sneering visage of Nemo. Blanding demands the suit, in exchange for the final payment. Nemo kills him brutally, using the suit's weaponry.

*Nemo*  
~~Balton~~ has his own agenda now. He intends to demonstrate the suit's powers, which will up the ante to far beyond what Blanding

Nemo realizes the power of the suit and won't give it up.

promised him. Nemo is tired of working for others. He's going to make one great killing, then vanish into society and live a respectable life. He's gone by the time Stark arrives-- and all Stark manages to do is get himself implicated in Blanding's and Hill's murders, when the doorman spots him.

20. Nemo, in the Iron Man armor, begins a reign of terror in Manhattan. He uses lasers and repulsor rays to swiftly seal all bridges and tunnels into and out of the island. The military is thus kept out. An Apache helicopter which attacks Nemo goes down in flames before his advanced weaponry. Only the outgunned police are left to deal with him, and they're no match for Nemo now. Nemo announces that he wants a huge sum of money, or Manhattan is history; what'll be left won't be worth the \$30 in junk jewelry the Dutch originally paid for it. New York, of course, couldn't raise enough money to ransom a Chiclet. Nemo destroys a couple of landmarks, such as the Prometheus statue outside Rockefeller Center, to demonstrate his power. The Mayor begs for another two hours to come up with the dough. Nemo gives him one, and then he'll come after the Mayor himself. At his plant in Queens, Roxxon learns this from a message the Mayor gives via TV, and calls the Mayor.

21. Stark, galvanized into action by hatred of Nemo, realizes he can probably locate the Iron Man armor with a homing device back at his labs. He and Pepper go for it. Along the way, he finally comes to begin to recognize some of Pepper's feelings for him. She sees him not as a business magnate, but just a man. She tells him he ought to forget about trying to be his father, just

Everyone thinks Stark is causing this -- controlling robots.

Statue of Liberty makes it bow to him

replay of scene in which Stark steals suit

*Stark taken  
prisoner?*

chuck the whole thing and return to his early dreams of making things better for humanity. The Iron Man suit, mass-produced, will just lead to an escalation of the means of mass destruction. Stark isn't ready to hear that-- not just yet. Stark and Pepper break into Stark Industries and find the homing device. They're cornered by the security guards-- and Lars Sigurd. Suddenly Rhodey shows up, somewhat the worse for wear, to take on Sigurd. Despite his wounds, Rhodey overcomes Sigurd; he and Stark lock up the confused security guards and make off with the homing device. Stark turns it on-- and begins to track down the armor.

22. Meanwhile, Roxxon crosses the East River dramatically in his amphibious Armageddon Tank, to rumble ashore near the Executive Mansion. (Nemo, watching from afar by means of the suit's super-binoculars, watches grimly but doesn't attack.) Roxxon tells the Mayor his tank prototype can take out Iron Man, and moreover it's the one thing that can. It tore up the original version, after all. The Mayor, unwilling to give in to terrorism, reluctantly gives permission for Armageddon to be put into position, ready to defend the Executive Mansion if Nemo attacks. Roxxon says that, since the tank can be remote-controlled, he himself will personally be operating it from a mobile unit (armored vehicle). It's clear that he also means this to be the final test of his tank against the Iron Man armor, to prove which is better.

*Stark gets Yvonne to help him escape*

23. From Stark Industries' plant, the Daedalus hovercraft lifts off, and proceeds above Manhattan, unlighted and thus nearly invisible from the ground. Inside are Stark, Rhodey, and Pepper.

This is an especially tense moment for Stark, since he keeps picturing in his mind's eye the crash of the Daedalus several years before, and his parents' death. Pepper insisted on coming along, over Stark's and Rhodey's objections. Stark's homing device zeroes in on where Nemo lurks in a major construction site. As they come in low, Nemo attacks with his Iron Man weaponry. The hovercraft goes down in flames. Stark is tortured-- has he caused the death of two more people for whom he cares? Desperately he manages to steer the craft so that, though it crashes inside the construction site, Pepper and Rhodey aren't badly hurt, merely stunned.

24. Nemo stalks up to the fallen hovercraft. He's astonished when Stark smashes his way out of it in the original, bulky Iron Man armor which he liberated from the factory. The two Iron Man fight a deadly duel. But the improved Iron Man armor has the clear advantage of better weaponry and more mobility, even though Nemo in it is a head shorter than Stark. Stark's suit is battered badly; in fact, it's torn to shreds, virtually stripping away the armor piece by piece. Within moments, Stark flees clad only in civvies, to keep Nemo from Pepper and Rhodey.

Nemo toys with Stark, who couldn't get out of the construction site if he wanted to, since Nemo has sealed it off. Over the suit's voice-amplifier, Nemo gloats of how he used Blanding. Blanding thought he was in control, but never truly was. Meanwhile, Nemo systematically blows away everything Stark tries to hide behind.

Finally, Stark seems hopelessly cornered. Nemo uses the suit's magnets to pull Stark to him, and grasps him in his metal arms, prepared to crush him with his exo-skeleton strength. But, Stark always carries little gadgets around in his pocket-- and the one he's got this time is one which activates the defibrillator in the armor Nemo is wearing. It screws up the timing of Nemo's heart. The terrorist collapses. A human being has defeated an Iron Man, brain over brawn.

too  
convenient  
should  
be  
between  
on  
suit

25. Stark, his mini-pacemaker injured in the fight, must don the Iron Man chestplate quickly in order to regulate the beating of his own heart. Suddenly, the Armageddon Tank bursts in through the wooden wall surrounding the site-- directed by Roxxon from an armored vehicle a block or two away. By now, Stark's got all the Iron Man armor off Nemo, and has hidden it on the grounds; his shirt covers the chestplate. He stands his ground before the tank as it lumbers toward him, till it looms above him. Roxxon's an old rival, but no killer. He stops the tank, inches from Stark. Police rush in to arrest Stark-- also Pepper and Rhodey, as they stumbled from the fallen hovercraft. Stark's in real trouble, suspected in Blanding's and Dr. Hill's deaths. He tries to implicate Nemo-- but finds that Nemo, whom he thought half-dead, has escaped. Stark is ready to face the music, but claims he's hidden the surviving Iron Man elsewhere. Everyone still thinks the Iron Men were both robot-powered. (The first Iron Man suit, of course, lies in pieces strewn about the construction site.) Pepper spots a piece of the second suit, where Stark's stashed it, and manages to direct the police away from seeing it,

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at least for the moment.

26. Meanwhile, Roxxon watches the proceedings via the TV in his tank, from his sealed armored vehicle a couple of blocks away. He signals the unseen driver to head for the construction site. No response. Getting out of the back of his vehicle and going around to the front, he's shocked to see that his driver has been brutally murdered. The next moment, he himself is struck down-- by Nemo, who's staggered out of the site. Nemo is determined to kill Stark and to establish his own power once and for all. If he can't do it with Iron Man, he'll do it with Armageddon.

27. Via remote control, Nemo turns the tank against the people in the construction site, just as a cop is about to find the Iron Man armor's hiding-place. That policeman is killed; everyone scatters. Rhodey and Pepper head for high ground. Stark is the Tank's (and Nemo's) main target. No more playing around, no more braggadoccio. The Tank turns loose its full range of weaponry in the construction site-- guns, rockets, its pure massive smashing power, etc. Stark retrieves his armor and runs the Tank a merry chase out of the site. Armageddon lumbers murderously after him.

28. Out amid the nearby Manhattan streets, cleared earlier by police, Stark desperately puts on the Iron Man armor a piece at a time as the Tank blasts at him. Finally, Stark ducks behind a brick wall. The Tank shatters it with an explosive blast. Through the thick, hovering smoke stalks-- Iron Man.

*we did this already*

Now it's Iron Man vs. Armageddon, one-on-one, the ultimate sequel to the confrontation that started the movie, with Iron Man very

much the underdog.

29. Stark uses the full range of his Iron Man weaponry against the Tank. Inside the armored vehicle, parked not far away, Nemo is going mad with power. He crashes through walls and buildings, rolls roughshod over parked cars. The battle causes tremendous damage, and Iron Man is back-pedaling, keeping away from the massive Tank. Iron Man lifts a car to use as a shield, but the Tank's weapons blast it away. But Stark won't give up. A salvo from Armageddon strikes his armor and knocks him backward, but he survives, though shaken. His own repulsor ray and lasers do some minimal damage to the Tank, but it keeps on coming.

Then, a civilian family wanders into harm's way. A child's foot becomes stuck in some debris. Iron Man places himself squarely

between these terrified people and the Tank. The Tank rumbles toward him-- Nemo is a man possessed by one wish now, to see Iron Man broken and lifeless. Again the Tank looms above the much smaller Iron Man, who clearly won't retreat. The Tank rolls over Iron Man, nearly duplicating the action that ended the earlier demonstration. The Tank comes to a stop-- not, as we think for a moment, because it wishes to make certain Iron Man is crushed beneath it-- but because (as we'll see in a moment) it's been grasped from beneath by Iron Man.

After a long moment, Iron Man massively pushes the Tank up, rising from the man-shaped hole in the concrete made when the Tank's weight pushed him down. Iron Man shoves the Tank back. Then, he points his repulsor rays at the ground and turns them on

should be  
someone  
we  
know  
Pepper?

full-blast. Their force raises him off the ground, so that he lands like a human (if armored) cannonball atop Armageddon. With the augmented strength of his armor's exo-skeleton, he tears off the top of the Tank and begins to shred the delicate remote-control apparatus and wires inside. The Tank spins and lumbers out of control, as Iron Man goes on tearing away. Nemo, through the TV in his armored car, sees the Tank coming straight at him-- till it crashes heavily right down on top of his vehicle. There is an ear-shattering explosion, which destroys both Tank and armored vehicle (as well as Nemo)-- and which hurls Iron Man through the air like a toy soldier, to land violently against an abandoned brick building. He falls to the earth, unmoving, amid the debris and the dust raised by the explosion.

30. Rhodey, Pepper, the shaken Roxxon, and the police all race coughing through the smoke and dust. Pepper and Rhodey are frantic to find Stark. They and the others see the destroyed Tank and armored vehicle, and Nemo's charred corpse. It's a cop who spots Iron Man lying in a heap, as twisted as a rag doll. Pepper and Rhodey expect to find Stark dead inside it. The cop yanks off the dented helmet-- and there's nothing inside. (This is a reversal of the end of the demonstration at the start of the film.) Only Pepper and Rhodey are surprised, of course, since Roxxon and the police have always thought Iron Man was robot-controlled. Pepper and Rhodey look at each other, stunned. Where's Tony Stark?

Just then Stark staggers up, out of the dust. He's shaken, but



able to walk. Roxxon knows it was Nemo who struck him down, and says that Nemo confessed to him that he killed Hill and Blanding. (He didn't, but Roxxon figures he did, and this is his way of making it up to Stark.) He admits to Stark that the Iron Man robot was better than Armageddon; the better man will win the contract. Stark says maybe they should merge, and work on the Tank. He maintains the Iron Man armor was actually a failure, and that Nemo destroyed himself by losing control of the Tank. There will be, he says, no more Iron Men. Roxxon seems amenable to the idea of a merger.

Stark limps off with Pepper. Roxxon, watching them go, tells Rhodey that maybe Stark is the "man of iron" his father was, after all. Rhodey says enigmatically, "Mister, you don't know the half of it."

FADE TO BLACK